

RICHARD C. FOX, ESQ.
3401 LAKEVIEW DRIVE
DELRAY BEACH, FLORIDA 33445

January 1, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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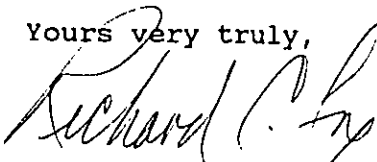
In re: Moore & Curtis International, Inc.

Gentlemen:

Enclosed for filing are Articles of Incorporation for Moore & Curtis International, Inc. A check in the amount of \$70.00 in payment of the filing fee is also enclosed.

An additional copy of the Articles is also enclosed together with a stamped, self-addressed envelope. Please date and time stamp the additional copy and return it in the envelope as proof of receipt of the enclosures.

Yours very truly,

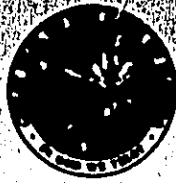


Richard C. Fox, Esq.

Enclosures

FILED
95 JAN 20 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 19 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1995

RICHARD C. FOX, ESQ.
3401 LAKEVIEW DRIVE
DELRAY BEACH, FL 33445

SUBJECT: MOORE & CURTIS INTERNATIONAL, INC.
Ref. Number: W95000000703

We have received your document for MOORE & CURTIS INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00001203

FILED
95 JAN 20 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
MOORE & CURTIS INTERNATIONAL, INC.

The undersigned, desiring to form, organize and incorporate a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation and certifies:

ARTICLE I

The name and address of the Incorporator of this corporation is:

Richard C. Fox 3401 Lakeview Drive
Delray Beach, Florida 33445

The name of this corporation shall be:

Moore & Curtis International, Inc.

The mailing address and principal place of business shall be:

3401 Lakeview Drive
Delray Beach, FL 33445

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The corporation is to have perpetual existence.

ARTICLE V

So long as all the shares of this corporation are owned beneficially and of record by only three or fewer shareholders, the business and property of the corporation shall be managed by a Board of not fewer than the number of shareholders. At such time as the shares are owned beneficially and of record by more than three shareholders, the business and property of the corporation shall be managed by a Board of not fewer than three (3) nor more than twenty-one (21) directors, who shall be natural persons of full age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be residents of the State of Florida nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders.

The name(s) and address(es) of the member(s) of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, or until their successors are elected and have qualified are:

NAME

ADDRESS

Richard C. Fox

3401 Lakeview Drive
Delray Beach, Florida 33445

ARTICLE VI

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

ARTICLE VII

The corporation hereby designates, as its Registered Agent, to accept service of process within the State:

Richard C. Fox
3401 Lakeview Drive
Delray Beach, Florida 33445

ARTICLE VIII

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment.

(a) This corporation shall indemnify any director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by reason of the fact that he/she is or was serving at the request of this corporation as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or

in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

(b) The corporation shall also indemnify any director or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the Florida Business Corporation Act proscribes this limitation and then only to the extent that this limitation is specifically proscribed.

ARTICLE X

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if he were not such director or officer of such other corporation or not so

interested.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth this 5th day of January 1998.

Richard C. Fox

STATE OF FLORIDA :
:SS
COUNTY OF PALM BEACH :

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard C. Fox, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

Sworn and subscribed to before me, this 5th day of January 1998. *Known to me personally*

Karen Z. Fischer
Notary Public

My Commission Expires:



Having been named to accept service of process for the above stated corporation, at the place designated, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

Richard C. Fox
Richard C. Fox